

1-154A039

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Railroad Equipment Lease dated as of October 12, 1989  
between the following parties:

Lessor: Helm Locomotive Leasing  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Lessee: Consolidated Rail Corporation  
1334 Six Penn Center Plaza  
Philadelphia, PA 19103

The equipment involved in this transaction is as follows:

Equipment: (65) 86 Foot Boxcars  
See Exhibit A for Car Numbers

Please file this agreement as a primary document. The filing fee  
of \$15 is enclosed. Thank you.

Sincerely,

*Karen Rahnasto*

Karen Rahnasto  
Fleet Operations Administrator

Enclosures

RECORDATION NO. 17359  
MAY 31 1991  
PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 17359  
FILED 1425

MAY 31 1991 -12:00 PM

INTERSTATE COMMERCE COMMISSION

*A Great Step-It's Done Right*

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/31/91

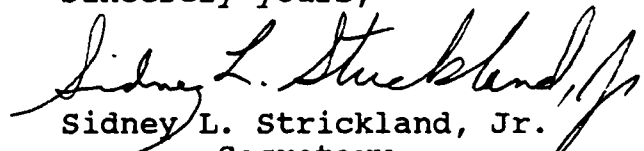
OFFICE OF THE SECRETARY

Karen Rahmasto  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/31/91 at 12:30pm, and assigned recordation number(s). 17359

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

17359 *A*

RECORDATION NO. \_\_\_\_\_ FILED

May 31, 1991

MAY 31 1991 -12 30 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a First Amendment to the Railroad Equipment Lease dated October 13, 1989.

Please file this supplement as next ICC Recordation # 17359-A.  
The filing fee of \$15.00 is enclosed. Thank you.

Sincerely,

*Karen Rahnasto*  
Karen Rahnasto  
Fleet Operations Administrator

*Don't file*  
*CR*  
KR:po  
enclosures

FIRST AMENDMENT

17359 /A  
MAY 31 1991 - 12 PM  
INTERSTATE COMMERCE COMMISSION

This Amendment to that certain Railroad Equipment Lease made and entered into as of October 13, 1989 by and between Helm Locomotive Leasing, a Michigan joint venture and Consolidated Rail Corporation, a Pennsylvania corporation.

NOW, THEREFORE, for and in consideration of the mutual covenants contained in the Lease and this Amendment, the parties agree as follows:

Commencing with the delivery and acceptance of the Units as specified in Section 3 of the Lease the Base Rental reflected in Exhibit B will be [REDACTED]

All other terms and conditions of the Lease dated October 13, 1989 shall remain in full force and effect in the manner stated in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed four (4) original counterparts of this Amendment One as of April 12, 1990.

LESSOR

HELM LOCOMOTIVE LEASING

By: [Signature]

Title: President

LESSEE

CONSOLIDATED RAIL CORPORATION

By: [Signature]

Title: V.P. [Signature]

STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On this 14 day of June 1990, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM LOCOMOTIVE LEASING, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier  
Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]

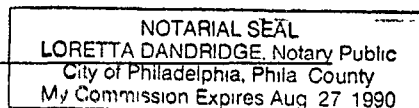


COMMONWEALTH  
~~STATE OF~~ PENNSYLVANIA )  
 ) §  
COUNTY OF PHILADELPHIA )

On this 18TH day of APRIL, 1990, before me personally appeared R. von dem Hagen, to me personally known, who, being by me duly sworn, says that he is V.P.--Customer Service of CONSOLIDATED RAIL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Loretta Dandridge  
Notary Public

My Commission Expires:



[Notarial Seal]

